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DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

19322

MAR 29 1995 - 12 00 PM

INTERSTATE COMMERCE COMMISSION

TELECOPIER: (202) 371-0900

OFFICE: (202) 371-9500

March 29, 1995

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are two (2) executed original counterparts of a Memorandum of Equipment Leasing Agreement ("Memorandum of Lease"), a primary document not previously recorded, dated as of March 15, 1995, between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee ("Lessor"), and Wisconsin Power & Light Company, Wisconsin Public Service Corporation, and Madison Gas and Electric Company, referred to individually and collectively as ("Lessee").

The names and addresses of the parties to the enclosed documents are as follows:

LESSOR: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

LESSEE: Wisconsin Power & Light Company
222 West Washington Avenue
Madison, Wisconsin 53701-0192

Wisconsin Public Service Corporation
700 North Adams Street
Green Bay, Wisconsin 54301

and

Madison Gas and Electric Company
133 South Blair Street
Madison, Wisconsin 53703

A general description of the railroad equipment covered by the enclosed documents is attached hereto as Schedule I. The Lessor and the Lessee are entering into that certain Equipment Leasing Agreement, dated as of March 15, 1995, and supplements thereto, covering the railroad equipment described in Schedule I hereto. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest in the said railroad equipment of the Lessee, and accordingly have caused this Memorandum of Lease to be executed and recorded with the Commission.

Counterparts - 400-1100



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

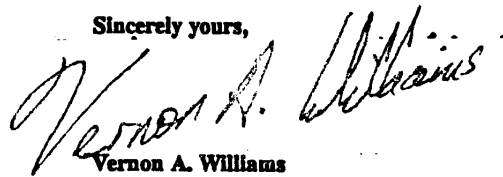
3/29/95

John K Maser III
Attorney-In-Fact
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/29/95 at 12:00PM, and assigned recordation number(s). 19322 and 19323.

Sincerely yours,

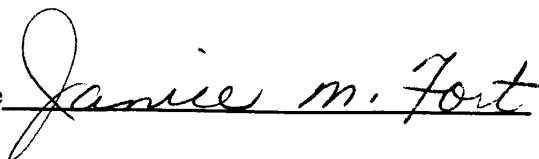

Vernon A. Williams
Secretary

Enclosure(s)

(0100576030)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF
EQUIPMENT LEASING AGREEMENT

19322
MAR 22 1995 4:00 PM
FILED 1995

MEMORANDUM OF EQUIPMENT LEASING AGREEMENT dated as of March 15, 1995, between Wilmington Trust Company, a Delaware corporation, not in its individual capacity, but solely as Owner Trustee under that certain Trust Agreement with BOT Financial Corporation, dated as of March 15, 1995, having a place of business at Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 (hereinafter referred to as "Lessor"), and Wisconsin Power & Light Company, a Wisconsin corporation, having its principal place of business at 222 West Washington Avenue, Madison, WI 53701-0192, Wisconsin Public Service Corporation, a Wisconsin corporation, having its principal place of business at 700 North Adams Street, Green Bay, WI 54301 and Madison Gas and Electric Company, a Wisconsin corporation, having its principal place of business at 133 South Blair Street, Madison, Wisconsin 53703 (hereinafter referred to individually and collectively as "Lessee").

WHEREAS the Lessor and the Lessee are entering into that certain Equipment Leasing Agreement dated as of the date hereof and supplements thereto, covering one hundred fifty-four (154) new 120-ton, 4,480 cubic foot aluminum gondola railcars manufactured by Thrall Car Manufacturing Company with 286,000 lbs. gross rail load capacity, Car Numbers COLX 4481 through COLX 4634, inclusive.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said gondola railcars by the Lessor, and the leasehold interest in the said gondola railcars of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee (Lessor)

By: 
Title: Senior Financial Services Officer

WISCONSIN POWER & LIGHT COMPANY
(Lessee)

By: _____
Title: _____

**MEMORANDUM OF
EQUIPMENT LEASING AGREEMENT**

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WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee (Lessor)

By: _____

Title: _____

WISCONSIN POWER & LIGHT COMPANY
(Lessee)

By:  _____

Title: Vice President - Finance _____

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By: 
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WISCONSIN POWER & LIGHT COMPANY
(Lessee)

By: _____
Title: _____

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WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee (Lessor)

By: _____

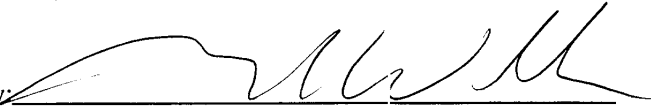
Title: _____

WISCONSIN POWER & LIGHT COMPANY
(Lessee)

By:  _____

Title: Vice President - Finance _____

MADISON GAS AND ELECTRIC COMPANY
(Lessee)

By: 
Mark C. Williamson
Title: Vice President - Energy Services

WISCONSIN PUBLIC SERVICE CORPORATION
(Lessee)

By: _____
Title: _____

MADISON GAS AND ELECTRIC COMPANY
(Lessee)

By: _____

Title: _____

WISCONSIN PUBLIC SERVICE CORPORATION
(Lessee)

By: *A. L. Langer* _____

Title: *Vice President - Power Supply Eng.*

STATE OF WISCONSIN

COUNTY OF

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ss:

On this 21st day of March, 1995, personally appeared before me, Marick A. Royle, who being by me duly sworn, did say that (s)he is a Vice President - Finance of WISCONSIN POWER & LIGHT COMPANY, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Sandra J. Turk
Notary Public

My Commission Expires: 6/21/98

STATE OF WISCONSIN

COUNTY OF _____

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ss:

On this _____ day of _____, 1995, personally appeared before me, _____, who being by me duly sworn, did say that (s)he is a _____ of MADISON GAS AND ELECTRIC COMPANY, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Notary Public

My Commission Expires:

STATE OF WISCONSIN

COUNTY OF _____

)
)
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ss:

On this _____ day of _____, 1995, personally appeared before me, _____, who being by me duly sworn, did say that (s)he is a _____ of WISCONSIN PUBLIC SERVICE CORPORATION, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Notary Public

My Commission Expires:

STATE OF WISCONSIN

COUNTY OF _____

)
)
)

ss:

On this _____ day of _____, 1995, personally appeared before me, _____, who being by me duly sworn, did say that (s)he is a _____ of WISCONSIN POWER & LIGHT COMPANY, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Notary Public
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF Dane

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ss:

On this 24th day of March, 1995, personally appeared before me, Mark C. Williamson, who being by me duly sworn, did say that (s)he is a Vice President of MADISON GAS AND ELECTRIC COMPANY, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Airi A. Weston

Notary Public
My Commission Expires: 5/19/96

STATE OF WISCONSIN

COUNTY OF _____

)
)
)

ss:

On this _____ day of _____, 1995, personally appeared before me, _____, who being by me duly sworn, did say that (s)he is a _____ of WISCONSIN PUBLIC SERVICE CORPORATION, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Notary Public
My Commission Expires:

STATE OF WISCONSIN

COUNTY OF _____

)
)
) ss:

On this _____ day of _____, 1995, personally appeared before me, _____, who being by me duly sworn, did say that (s)he is a _____ of WISCONSIN POWER & LIGHT COMPANY, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Notary Public
My Commission Expires: _____

STATE OF WISCONSIN

COUNTY OF _____

)
)
) ss:

On this _____ day of _____, 1995, personally appeared before me, _____, who being by me duly sworn, did say that (s)he is a _____ of MADISON GAS AND ELECTRIC COMPANY, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Notary Public
My Commission Expires: _____

STATE OF WISCONSIN

COUNTY OF Brown

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) ss:

On this 15th day of March, 1995, personally appeared before me, Larry J. Weyers, who being by me duly sworn, did say that (s)he is a Vice President of WISCONSIN PUBLIC SERVICE CORPORATION, a Wisconsin corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Lisa A. Johnson
Notary Public
My Commission Expires: Aug. 2, 1998

STATE OF DELAWARE

COUNTY OF NEW CASTLE

)
)
)

ss:

On this 10th day of March, 1995, personally appeared before me, Donald G. MacKelcan, who being by me duly sworn, did say that (s)he is a Sr. Fin'l Service Officer of WILMINGTON TRUST COMPANY, a Delaware banking corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Paula M. Sulecki

Notary Public

My Commission Expires:

PAULA M. SULECKI
NOTARY PUBLIC

My commission expires April 14, 1996